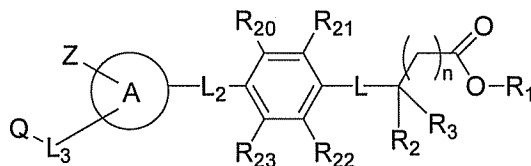


### Listing of Claims:

Claim 1. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein,

n is 0, 1, 2, or 3;

each R<sub>1</sub> is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-heterocycloalkyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-heteroaryl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, arylalkoxy, arylalkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-aryl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)aryl, -NHC(O)aryl, NHarylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-aryl, N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-aryl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-aryl, -NHSO<sub>2</sub>-aryl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>aryl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)arylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is  $\text{-SO}_2\text{NH-}$ , or  $\text{-SO}_2\text{N}(\text{C}_1\text{-C}_4)\text{ alkyl-}$ ,  ~~$\text{-NHSO}_2\text{-}$ ,  $\text{-O-}$ ,  $\text{-C(O)NH-}$ ,  $\text{-C(O)N}(\text{C}_1\text{-C}_4)\text{ alkyl-}$ ,  $\text{-SO}_2\text{-}$ ,  $\text{-C(O)-}$ ,  $(\text{C}_1\text{-C}_4)\text{ alkyl-}$ ,  $(\text{C}_1\text{-C}_4)\text{ alkyl-C(O)-}$ ,  $\text{-NH-}$ ,  $\text{-N}(\text{C}_1\text{-C}_4)\text{ alkyl-}$~~ , wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_6$  alkoxy, halogen, OH,  $\text{NO}_2$ , haloalkyl, or haloalkoxy;

$\text{L}_2$  is a bond;

$\text{L}_3$  is a bond;

the A ring is thiazolyl, pyrazolyl, furanyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, pyridyl, quinolinyl, ~~naphthyl~~, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_6$  alkoxycarbonyl, haloalkyl, haloalkoxy,  $\text{NO}_2$ , CN,  $\text{NH}_2$ ,  $\text{NH}(\text{C}_1\text{-C}_6)\text{ alkyl}$ ,  $\text{N}(\text{C}_1\text{-C}_6)\text{ alkyl}(\text{C}_1\text{-C}_6)\text{ alkyl}$ ;

Q is ~~H, aryl~~, aryl,  $\text{-aryl-carbonyl-aryl}$ ,  $\text{-aryl-alkyl-aryl}$ ,  $\text{-aryl-heteroaryl}$ ,  $\text{-aryl-heterocycloalkyl}$ ,  $\text{-heteroaryl}$ ,  $\text{-heteroaryl-alkyl-aryl}$ , or  $\text{-heterocycloalkyl}$ , wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_6$  alkoxy, halogen, haloalkyl, haloalkoxy,  $\text{NR}_6\text{R}_7$ , or phenyl; wherein

$\text{R}_6$  and  $\text{R}_7$  are independently H,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{aryl}(\text{C}_1\text{-C}_6)\text{ alkyl}$ , alkanoyl, arylalkanoyl, alkoxycarbonyl, arylalkoxycarbonyl, heteroarylcarbonyl, heteroaryl, heterocycloalkylcarbonyl,  $\text{-C(O)NH}_2$ ,  $\text{-C(O)NH}(\text{C}_1\text{-C}_6)\text{ alkyl}$ ,  $\text{-C(O)N}(\text{C}_1\text{-C}_6)\text{ alkyl}(\text{C}_1\text{-C}_6)\text{ alkyl}$ , or  $\text{-SO}_2\text{-aryl}$ , wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{NO}_2$ , OH,  $\text{NH}_2$ ,  $\text{NH}(\text{C}_1\text{-C}_6)\text{ alkyl}$ ,

C<sub>6</sub>) alkyl, N(C<sub>1</sub>-C<sub>6</sub>) alkyl (C<sub>1</sub>-C<sub>6</sub>) alkyl, haloalkyl or haloalkoxy, and

Z is ~~NHC(O)aryl, N(C<sub>1</sub>-C<sub>4</sub>) alkyl C(O)aryl, or phenyl~~, wherein the phenyl ~~groups are~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, or NO<sub>2</sub>, ~~or~~  
Z is ~~NHC(O) (C<sub>1</sub>-C<sub>4</sub>) alkyl (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, N(C<sub>1</sub>-C<sub>4</sub>) alkyl C(O) (C<sub>1</sub>-C<sub>4</sub>) alkyl (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl.~~

Claim 2. (Currently Amended) A compound according to claim 1, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl (C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>) alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>) alkyl (C<sub>1</sub>-C<sub>4</sub>) alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>) alkyl, N(C<sub>1</sub>-C<sub>6</sub>) alkyl (C<sub>1</sub>-C<sub>6</sub>) alkyl;

Q is H, ~~phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C<sub>1</sub>-C<sub>4</sub>) alkyl- phenyl, -phenyl-pyridyl, -

phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, benzofuranyl, benzothienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, dibenzofuranyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcarbonyl, pyridyl, pyrimidyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is ~~NHC(O)phenyl, NHC(O)naphthyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)naphthyl, naphthyl, or phenyl~~, wherein the phenyl ~~groups~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, ~~or~~

~~Z is NHC(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.~~

Claim 3. (Currently Amended) A compound according to claim 2, wherein

L is ~~-SO<sub>2</sub>NH-~~, or ~~-SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-~~, ~~NHSO<sub>2</sub>-~~, ~~O-~~, ~~C(O)NH-~~, ~~C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl~~, ~~SO<sub>2</sub>-~~, ~~C(O) (C<sub>1</sub>-C<sub>4</sub>) alkyl~~, ~~(C<sub>1</sub>-C<sub>4</sub>) alkyl C(O)-~~, ~~NH-~~, ~~or~~ ~~N(C<sub>1</sub>-C<sub>4</sub>) alkyl-~~, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

and

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenyl (C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl (C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl and naphthyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 4. (Currently Amended) A compound according to claim 3, wherein

L is ~~-SO<sub>2</sub>NH-~~, or ~~-SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-~~, ~~C(O)NH-~~, ~~C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl~~, ~~NH-~~, ~~or~~ ~~N(C<sub>1</sub>-C<sub>4</sub>) alkyl-~~, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H;

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

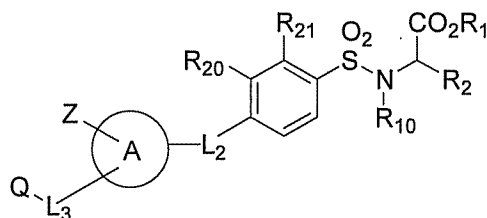
Q is H, ~~phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl,

-pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, imidazolidinyl, dibenzofuranyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is ~~NHC(O)phenyl, NHC(O)naphthyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)naphthyl, naphthyl, or phenyl~~, wherein the phenyl ~~groups are~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, ~~or~~

~~Z is NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.~~

Claim 5. (original) A compound according to claim 4 of the formula



wherein,

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, benzyloxy, benzyl, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 6. (Currently Amended) A compound according to claim 5, wherein

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;



Q is ~~H, phenyl, naphthyl,~~ phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-pyridyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, dibenzofuranyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-

C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy carbonyl, pyridyl carbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is ~~NHC(O)phenyl, NHC(O)naphthyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)naphthyl, naphthyl, or phenyl,~~ wherein the phenyl groups are group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

~~Z is NHC(O)(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>2</sub>-C<sub>7</sub>)cycloalkyl, or N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>2</sub>-C<sub>7</sub>)cycloalkyl.~~

Claim 7. (Currently Amended) A compound according to claim 6, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is ~~H, phenyl, naphthyl,~~ phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is ~~NHC(O)phenyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, or phenyl,~~ wherein the phenyl ~~groups are~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, ~~or~~

~~Z is NHC(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.~~

Claim 8. (Currently Amended) A compound according to claim 7, wherein

R<sub>1</sub> is H, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, CF<sub>3</sub>, or OCF<sub>3</sub>; and

At least one of R<sub>20</sub> and R<sub>21</sub>, is H, while the other is H, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is ~~H, phenyl, naphthyl,~~ phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub>

alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is ~~NHC(O)phenyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, or phenyl~~, wherein the phenyl ~~groups~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, ~~or~~

~~Z is NHC(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>2</sub>-C<sub>7</sub>)cycloalkyl, or N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>2</sub>-C<sub>7</sub>)cycloalkyl.~~

Claim 9. (Previously Presented) A compound according to claim 8, wherein

R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

Q is phenyl or pyridyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is phenyl, which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 10. (Currently Amended) A compound according to claim 1, wherein

n is 0, 1, 2, or 3;

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenylalkoxy, phenylalkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenylalkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy; and

L is -SO<sub>2</sub>NH-, or -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, ~~-NHSO<sub>2</sub>-, -O-, C(O)NH-, C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, SO<sub>2</sub>-, C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, (C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)-, NH-, N(C<sub>1</sub>-C<sub>4</sub>) alkyl-~~, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy.

Claim 11. (Currently Amended) A compound according to claim 10, wherein

the A ring is thiazolyl, pyrazolyl, quinolinyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, ~~naphthyl~~, quinazolinyl, benzo[b]thiophene, imidazolyl, furanyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, ~~phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcarbonyl, pyridyl, pyrimidyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -

C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is ~~NHC(O)phenyl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, or phenyl~~, wherein the phenyl ~~groups are~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 12. (Currently Amended) A compound according to claim 11, wherein

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenylalkoxy, benzyl, phenethyl, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, or -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, ~~-NHSO<sub>2</sub>-, -O-, C(O)NH-, C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, SO<sub>2</sub>-, C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, (C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)-, NH-, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-~~, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy; or

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl ring is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, ~~naphthyl~~, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, or pyrrolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, ~~phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcarbonyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl,



-C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is phenyl, wherein the phenyl group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

Claims 13-19. (Canceled)

Claim 20. (original) A pharmaceutical composition comprising a compound according to claim 1 and at least one pharmaceutically acceptable carrier, solvent, adjuvant or excipient.

Claim 21. (original) A method of treating diabetes, comprising administering to a patient in need of such treatment a pharmaceutically acceptable amount of a compound of claim 1.

Claim 22. (Currently Amended) A compound according to claim 1 which is

N-({4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-4,5-dihydro-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-4,5-dihydro-1H-pyrazol-1-yl}phenyl)sulfonyl]phenylalanine;

N-({4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]phenylalanine;  
 N-({4-[5-(4-butoxyphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
 N-({4-[5-(4-isopropylphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
~~N-({4-[2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methylphenylalanine~~  
N-({4-[2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
 N-[(4-{4-bromo-3-(4-methoxyphenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;  
 N-({4-[5-(4-bromophenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
 N-({4-[2-[(cyclopentylacetyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methyl-L-phenylalanine;  
 N-({4-[2-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methyl-L-phenylalanine;  
 N-({4-[5-(4-ethylphenyl)-2-(6-methoxypyridin-3-yl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methyl-L-phenylalanine;  
 N-[(4-{3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;  
 N-({4-[3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
 N-[(4-{4-bromo-3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;  
 N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
 N-({4-[5-(4-bromophenyl)-3-(4-chlorophenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;  
 N-({4-[3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-ethyl-L-phenylalanine;

N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)phenylalanine;

N-({4-[2,5-bis(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)phenylalanine;

2-({4-[2-(2-Cyclopentyl-acetyl-amino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-benzoylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

2-{4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-phenyl)-5-(6-methoxy-pyridin-3-yl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

or pharmaceutically acceptable salts thereof.